

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

In the Matter of the)
Incorporation)
)
of)
)
ROTARY CLUB OF SOUTH HILO FOUNDATION)
_____)

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Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii



ARTICLES OF INCORPORATION

TORKILDSON, KATZ, MOORE,
HETHERINGTON & HARRIS

Attorneys at Law, A Law Corporation

NEWTON J. CHU
120 Pauahi Street, Suite 312
Hilo, Hawaii 96720

Attorneys for Incorporator
STATE OF HAWAII

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DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

In the Matter of the)
 Incorporation)
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 ROTARY CLUB OF SOUTH HILO FOUNDATION)
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ARTICLES OF INCORPORATION

The undersigned, acting as the incorporator of a corporation to be formed pursuant to the provisions of the Hawaii Nonprofit Corporation Act, Hawaii Revised Statutes Chapter 414D, does hereby adopt the following articles of incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be:

ROTARY CLUB OF SOUTH HILO FOUNDATION

ARTICLE II

INITIAL OFFICE

The mailing address of the corporation's initial principal office is: P.O. Box 6173, Hilo, Hawaii 96721.

The name of the corporation's initial registered agent and the street address of the corporation's initial registered office in the State of Hawaii is:

Newton J. Chu
120 Pauahi Street, Suite 312
Hilo, Hawaii 96720

ARTICLE III

CORPORATE PURPOSE AND POWERS

The purposes for which the corporation is formed, and the business and objects to carried on and promoted by it are as follows:

(a) To be organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future Internal Revenue law.

(b) To assist in the implementation of programs which encourage, extend and promote charitable purposes of Rotary International through community and international service.

The corporation shall have all powers, rights, privileges and immunities permitted or provided to nonprofit corporations under Chapter 414D, Hawaii Revised Statutes, as amended, and all other applicable laws.

ARTICLE IV

BOARD OF DIRECTORS

The board of directors shall consist of not less than five (5) persons. Subject to such limitations, the number of directors shall be as provided by the bylaws. Directors shall be elected or appointed in the manner provided by the bylaws and shall have to powers given to them in the bylaws. The board of directors shall, except as limited in the bylaws, have all powers necessary or proper to carry out all of the business and charitable purposes of the corporation, and the directors may delegate such powers as they determine, so long as such delegation is not prohibited in the bylaws.

ARTICLE V

OFFICERS

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, along with such other officers as are provided for in the bylaws. Any person may hold two or more offices in the corporation, unless forbidden to do so by the bylaws or applicable law; provided, however, that not less than two persons shall at all times serve as officers. The officers shall be elected or appointed to hold office and may be removed as prescribed by the bylaws. All officers of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be prescribed by the bylaws, or as may be determined by resolution of the board of directors not inconsistent with the bylaws.

ARTICLE VI

INITIAL OFFICERS AND DIRECTORS

The initial officers and directors of the corporation, together with their addresses, are as follows:

Tom Yeh, President & Director
120 Pauahi Street, Suite 312
Hilo, HI 96720

Robert Zimmerman, Jr., Vice President & Director
120 Pauahi Street, Suite 312
Hilo, HI 96720

Jim Nagakawa, Secretary & Director
120 Pauahi Street, Suite 312
Hilo, HI 97620

Harold Ohata, Treasurer & Director
120 Pauahi Street, Suite 312
Hilo, HI 96720

Ioana Agasa, Director
120 Pauahi Street, Suite 312
Hilo, HI 96720

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Newton J. Chu
120 Pauahi Street, Suite 312
Hilo, HI 96720

ARTICLE VIII

MEMBERS

The corporation has no members.

ARTICLE IX**NON-PROFIT STATUS**

The corporation is not organized for profit and will not issue any stock and will pay no dividends. No part of the assets, income or earnings of the corporation shall inure to the benefit of, or be distributable to, its directors or officers. Notwithstanding the foregoing, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursements for expenses actually incurred in service to the corporation and to make payments and distributions in furtherance of the purposes of the corporation.

ARTICLE X**LIMITATIONS ON CORPORATE ACTIVITIES**

Notwithstanding any provision to the contrary herein contained, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor provision of law). Additionally, the corporation shall not:

- (1) Engage in any act of "self-dealing" as defined in Section 4941(d) of said Internal Revenue Code;
- (2) Retain any "excess business holdings" as defined in Section 494(c) of said Internal Revenue Code;
- (3) Make any investments in such manner as to subject it to tax under Section 4944 of said Internal Revenue Code; and
- (4) Make any "taxable expenditures" as defined in Section 4945(d) if said Internal Revenue Code.

The corporation shall distribute such amounts at such time and in such manner as shall be required so as not to subject it to tax under Section 4942 of said Internal Revenue Code.

ARTICLE XI

DISSOLUTION

If the corporation shall cease to exist or shall be dissolved, all property and assets of the corporation of every kind, after payment, or making provision for the payment, of its just debts and liabilities shall be distributed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those engaged in by this corporation and which at that time are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor provision thereto).

ARTICLE XII

CORPORATE LIABILITY

The property and assets of the corporation shall alone be liable in law for the payment of the debts and liabilities of the corporation.

ARTICLE XIII

EXCEPTION TO LIABILITY

Any person who serves as a director or officer of the corporation without remuneration or the exemption of remuneration shall not be liable for damage, injury or loss caused by or resulting from such person's performance of, or failure to perform, duties of the position to which the person was appointed, unless the person was grossly negligent in the performance of, or failure to perform, such duties.

ARTICLE XIV

INDEMNITY

(a) As used in this Article XIV "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" include, without limitation, attorneys' fees and any expenses of a completed proceeding.

(b) The corporation shall indemnify each person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation) by reason of the fact that such person is or was an agent of the corporation, against expenses,

judgments, fines, settlement and other amounts actually and reasonably incurred in connection with such proceeding if the person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that his conduct was unlawful.

(c) The corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation to procure a judgment in its favor because that person is or was an agent of the corporation, against expenses actually and reasonably incurred by him in connection with the defense or settlement of such action if the person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(d) To the extent that an agent has been successful on the merits or otherwise in defending of any proceeding referred to in paragraph (b) or (c) of this Article XIV, or in defense of any claim, issue or matter therein, the agent shall be indemnified by the corporation against expenses actually and reasonably incurred by such person in connection therewith.

(e) Any indemnification under paragraph (b) or (c) of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (b) or (c). Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the proceeding, or (ii) if such a quorum is not obtainable, by independent legal counsel in a written opinion to the corporation.

(f) Expenses incurred in defending any proceeding may be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this Article XIV.

(g) Any indemnification pursuant to this Article XIV shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs and personal representatives of such a person.

(h) The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation, against any liability asserted against or incurred by the agent in any such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article XIV.

(i) This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity, although such person may also be an agent of the corporation as defined in paragraph (a). Nothing contained in this Article XIV shall limit any right to indemnification to which a trustee, investment manager or other fiduciary may be entitled by contract or otherwise.

ARTICLE XV

DURATION

The corporation shall have perpetual life.

ARTICLE XVI

BYLAWS

The initial bylaws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors.

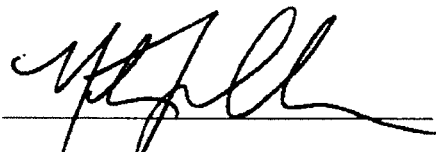
ARTICLE XVII

AMENDMENT

These Articles may be amended upon receiving a majority of the votes entitled to be cast by the directors present at any annual meeting or at a meeting duly called for such purpose, except that no such amendment shall be made which would change the objects and purposes of this corporation to include objects and purposes which would not be exclusively charitable, religious, educational, scientific or literary or which would permit the net earnings of the corporation to inure to the benefit of any member, donor, private individual, or which would permit any transaction or activity new permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, that I am authorized to sign this Articles of Incorporation, and that the above statements are true and correct.

IN WITNESS WHEREOF, the undersigned has executed these presents this 29th day of August, 2009.



NEWTON J. CHU, Incorporator

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